




J. Craig Whitley
United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division**

IN RE:

OLDCO, LLC, SUCCESSOR BY MERGER
TO COLTEC INDUSTRIES INC,

Debtor.

Case No. 17-BK-30140

Chapter 11

**ORDER APPROVING NOTICE OF COMMENCEMENT OF CASE AND MAILING
AND PUBLICATION PROCEDURES**

Upon the Debtor's Motion for Approval of (I) Form of Notice of Commencement of Case, (II) Mailing and Publication Procedures for Notice of Commencement of Case, and (III) Related Relief (the "Motion"); and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157; and upon the record herein; and upon consideration of the First Day Declaration,¹ and after due deliberation thereon, the Court makes the following findings of fact and conclusions of law:

A. Good and sufficient cause for the relief requested in the Motion has been shown, and the relief requested in the Motion is in the best interest of Coltec and its estate;

B. The Commencement Notice Procedures are fair and reasonable, will provide

¹ Capitalized terms used but not defined herein shall have the meanings ascribed in the Motion.

good, sufficient and proper notice to all creditors of their rights and obligations in connection with the commencement the Coltec Bankruptcy Case, and comply with the applicable provisions of the Bankruptcy Code and the Bankruptcy Rules;

C. Under the circumstances of this prepackaged chapter 11 case, the Commencement Notice Procedures are reasonably calculated to, and are tailored to attempt to, ensure that all parties in interest that may be directly affected by the filing of the Coltec Bankruptcy Case will receive notice thereof;

D. Approval of the Commencement Notice Procedures will substantially reduce administrative burdens and result in substantial cost savings to Coltec's estate; and

E. Notice of the Motion has been due and sufficient under the circumstances due to the nature of the relief requested therein. Now, therefore, based upon the foregoing,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The form of the Commencement Notice attached to the Motion as Exhibit A as modified on the record at the hearing on the Motion (after giving effect to such modifications, the "Commencement Notice") and the form of the Combined Publication Notice attached to the Motion as Exhibit B as modified on the record at the hearing on the Motion (after giving effect to such modifications, the "Combined Publication Notice") are hereby APPROVED. Both the Commencement Notice and the Combined Publication Notice hereby are deemed to fulfill the notice requirements of the applicable provisions of the Bankruptcy Code and the Bankruptcy Rules.
3. The Commencement Notice Procedures are hereby APPROVED.
4. Within three (3) business days after entry of this Order, Coltec shall provide

actual notice of the commencement of the Coltec Bankruptcy Case by causing the Commencement Notice to be mailed to all parties listed on Coltec's mailing matrix previously filed with the Court at the addresses stated there, including but not limited to:

- a. the Bankruptcy Administrator;
- b. counsel of record for Bank of America, as post-petition senior secured lender in the Garlock Bankruptcy Case;
- c. known Coltec Asbestos Claimants;²
- d. known co-defendants in asbestos litigation involving Coltec;
- e. all counterparties to executory contracts and unexpired leases with Coltec;
- f. all parties with environmental-related claims against Coltec;
- g. all parties that may be listed on Coltec's accounts payable ledger as of the Coltec Petition Date;
- h. all parties with warranty claims against Coltec asserted and pending as of the Coltec Petition Date;
- i. all customers of or vendors to Coltec's Learning System business;
- j. all persons having as of the Coltec Petition Date workers' compensation, severance, pension, medical and/or death benefit claims that EnPro Holdings has assumed as part of the Coltec Restructuring and that arose from current or discontinued operations of Coltec, its past or current subsidiaries or their respective predecessors;
- k. the representatives of the local International Association of Machinists and Aerospace Workers;
- l. the United States of America by service upon (i) the Securities and Exchange Commission; (ii) the Department of the Treasury by service upon the Internal Revenue Service, Attn: Insolvency Unit; (iii) the office of the United States Attorney for the Western District of North Carolina; (iv) the Pension Benefit Guaranty Corporation; (v) the U.S. Department of Health & Human Services; and (vi) the Centers for Medicare & Medicaid Services;

² Contemporaneously with filing the Motion, Coltec moved for authority to send notices in the Coltec Bankruptcy Case intended for known Coltec Asbestos Claimants to their counsel of record or, if not represented, by service of notice on known Coltec Asbestos Claimants themselves. If the Court grants that relief, the Commencement Notice shall be mailed in accordance with the order granting that motion.

- m. each member of the committee of general unsecured creditors appointed in the Garlock Bankruptcy Case and counsel of record for such committee;
- n. each member of the Garlock Committee and counsel of record for the Garlock Committee;
- o. each member of the Ad Hoc Committee and counsel of record for the Ad Hoc Committee;
- p. the Future Asbestos Claimants' Representative in the Garlock Bankruptcy Case and counsel of record for such representative;
- q. Joseph W. Grier, III, as *ad hoc* representative for persons with future asbestos claims against Coltec;
- r. those persons who formally appear and request service in the Coltec Bankruptcy Case pursuant to Bankruptcy Rule 2002 as of the entry of the Commencement Notice Order; and
- s. To the extent not set forth above, all persons and entities set forth on the Master Service List maintained in the Garlock Bankruptcy Case pursuant to the Court's Order Establishing Notice Procedures in the Garlock Bankruptcy Case (D.E. 48) (the "Garlock Master Service List");

(items (a) through (s) above, collectively, the "Commencement Notice Parties"). Such notice hereby is deemed to comply with the requirements of section 342 of the Bankruptcy Code and Bankruptcy Rule 2002(f)(1).

5. Service of the Commencement Notice shall be limited as set forth in the Motion, and service of the Commencement Notice on parties, persons and entities other than the Commencement Notice Parties shall not be required.

6. The Notice Agent hereby is authorized to serve the Commencement Notice on behalf of Coltec in accordance with the Actual Notice Procedures.

7. Acting on its own behalf or through the Notice Agent, Coltec may in its discretion, but shall not be required to, serve the Commencement Notice on parties, persons and entities that are not Commencement Notice Parties with which, before the Coltec Petition Date, Coltec had done business or that may have asserted a claim against Coltec in the recent past.

8. Coltec shall cause the Combined Publication Notice to be published in the national edition of *USA Today* as soon as practicable after entry of this Order and on the date or dates during one week that *USA Today* publishes legal notices, but in any event no later than Monday, February 13, 2017.

9. Any party may request that the Court reconsider entry of this Order by filing a motion for reconsideration within fourteen (14) days of service of this Order.

10. Coltec is authorized and empowered to take such steps and perform such actions as may be necessary to implement and effectuate the terms of this Order, including payment of costs incurred in connection with the process of noticing the commencement of the Coltec Bankruptcy Case.

11. By virtue of the relief granted in this Order, the Clerk of this Court shall not enter or serve the standard notice of commencement of the Coltec Bankruptcy Case pending further order of the Court.

12. This Court shall retain jurisdiction over all matters arising out of or related to the Motion and this Order.

This Order has been signed electronically. The judge's signature and court's seal appear at the top of the Order.

United States Bankruptcy Court